

**HELM-PACIFIC LEASING**  
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

March 25, 2002

RECORDATION NO. 23931 FILED

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

APR 5 '02 1-44 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Full Maintenance Lease Agreement dated as of July 13, 1999 between the following parties:

Lessor: Helm-Pacific Leasing  
c/o Helm Pacific Corporation  
One Embarcadero Center #3700  
San Francisco, CA 94111

Lessee: CSX Transportation, Inc.  
500 Water Street, J220  
Jacksonville, FL 32202

Equipment: 90 RBL Boxcars  
CSXT 199800-199889

Please record this Memorandum of Full Maintenance Lease Agreement as a primary document. The filing fee of \$28.00 is included in our enclosed Check No. 5956 in the amount of \$252.00.

Summary: Memorandum of Full Maintenance Lease Agreement dated July 13, 1999 between Helm-Pacific Leasing as Lessor and CSX Transportation, Inc. as Lessee for 90 RBL boxcars, CSXT 199800-199889 to be filed as a primary agreement.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

Enclosures (3)

23931 1.44

**MEMORANDUM OF  
FULL MAINTENANCE LEASE AGREEMENT**

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of July 13, 1999 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of July 13, 1999 ("Lease") between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and CSX TRANSPORTATION, INC., a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, described in Schedule A hereto ("Cars") and Lessee has leased from Lessor the Cars at the Rent and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM-PACIFIC LEASING

CSX TRANSPORTATION, INC.

By: Helm Pacific Corporation,  
a General Partner

By: *David R. Eckles*

Print Name: David R. Eckles

Title: President

By: Union Pacific Venture Leasing,  
Incorporated, a General Partner

By: *Joseph E. O'Connor, Jr.*

Print Name: Joseph E. O'Connor, Jr.

Title: President

By: *Evan T. Bell*

Print Name: *Evan T. Bell*

Title: *Director Lease Finance*

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SURFACE TRANSPORTATION BOARD

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SCHEDULE A  
TO THE MEMORANDUM OF  
FULL MAINTENANCE LEASE AGREEMENT

THE CARS

Car Description: Ninety (90), 70-ton, 50', Plate B, Grade A, insulated boxcars with two (2) one piece bulkheads, either double or single plug doors and a minimum interior width of 9'2", a minimum interior height of 9'11" and a minimum interior length of 49'6".

Car Marks and Numbers: CSXT 199800-199889

cm

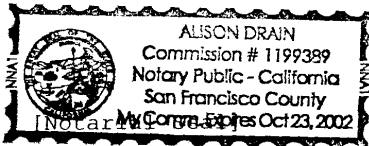
STATE OF CALIFORNIA       )  
                                      ) S.S.  
COUNTY OF SAN FRANCISCO )

On July 23, 2001, before me, Alison Drain,  
personally appeared David R. Eckles, President of **HELM PACIFIC CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their  
signature(s) on the instrument the person(s), or the entity upon behalf of  
which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

STATE OF NEBRASKA       )  
                                      ) S.S.  
COUNTY OF DOUGLAS       )

On July 19, 2001, before me, Sheryl L. Alvey,  
personally appeared Joseph E. O'Conner, Jr., President of **UNION PACIFIC**  
**VENTURE LEASING, INCORPORATED**,

✓ personally known to me -OR-

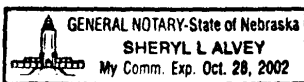
— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their  
signature(s) on the instrument the person(s), or the entity upon behalf of  
which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Sheryl L. Alvey  
SIGNATURE OF THE NOTARY

[Notarial Seal]



CMM

STATE OF FLORIDA )  
COUNTY OF Duval ) S.S.

On June 25<sup>th</sup>, 2001, before me, Linda L. Avery,  
personally appeared Evon T. Bell, Director - Lease Finance of  
**CSX TRANSPORTATION, INC.**,

☒ personally known to me -OR-

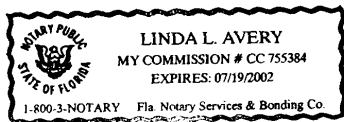
☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their  
signature(s) on the instrument the person(s), or the entity upon behalf of  
which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Linda L. Avery  
SIGNATURE OF THE NOTARY

[Notarial Seal]



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